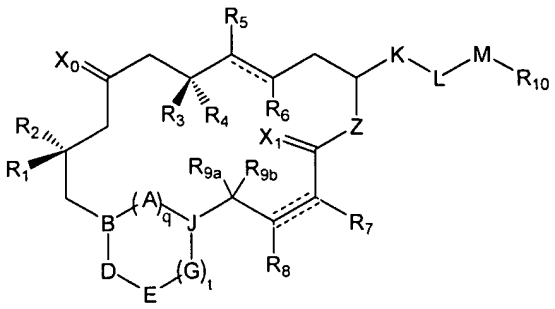
AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions, and listings, of claims in the application:

1. **(Original)** A compound having the structure:



(I)

or pharmaceutically acceptable derivative thereof;

wherein $\mathbf{R_1}$ and $\mathbf{R_2}$ are independently hydrogen, halogen, or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety;

$\mathbf{R_3}$ and $\mathbf{R_4}$ are independently hydrogen, $-OR^{3a}$ or $-NR^{3a}R^{3b}$, wherein at least one of R_3 and R_4 is $-OR^{3a}$ or $-NR^{3a}R^{3b}$, or R_3 and R_4 taken together with the carbon to which they are attached form a $-C(=O)-$ or $=NR^{3c}$ moiety; wherein R^{3a} and R^{3b}, for each occurrence, is independently hydrogen, a protecting group, a prodrug moiety or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety; and R^{3c} is an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety, or OR^{3d}; wherein R^{3d} is hydrogen or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety;

$\mathbf{R_5}$ and $\mathbf{R_6}$ are independently hydrogen, halogen, -CN, an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety, or is WR^{W1} wherein W is O, S, NR^{W2}, -C(=O), -S(=O), $-SO_2$, -C(=O)O-, -OC(=O), $-C(=O)NR^{W2}$, $-NR^{W2}C(=O)$; or R_5 and R_6, taken together, form an alicyclic or heteroalicyclic moiety; wherein the carbon atoms to which R_5 and R_6 are attached may be connected by a single or double bond, as valency permits; and wherein each occurrence of R^{W1} and R^{W2} is independently hydrogen, a protecting group, a

prodrug moiety or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety, or, when W is NR^{W2}, R^{W1} and R^{W2}, taken together with the nitrogen atom to which they are attached, form a heteroalicyclic or heteroaryl moiety; or R_6, taken together with a substituent present on K, forms an alicyclic, heterocyclic, aromatic or heteroaromatic moiety;

R_7 and **R_8** are independently absent, hydrogen, halogen, -CN, or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety, or R_7 and R_8, taken together, form an alicyclic, heteroalicyclic, aromatic or heteroaromatic moiety; wherein the carbon atoms to which R_7 and R_8 are attached may be connected by a single, double or triple bond, as valency permits;

R_{9a} and **R_{9b}** are independently absent, hydrogen or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety, or one of R_{9a} and R_{9b}, taken together with X_1, forms an alicyclic, heteroalicyclic, aromatic or heteroaromatic moiety;

R_{10} is hydrogen or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety;

X_0 is $CR^{X0a}R^{X0b}$, O or NR^{X0a}; wherein R^{X0a} and R^{X0b} are independently hydrogen, a nitrogen protecting group, or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aryl or heteroaryl moiety;

X_1 is O, S or NR^{X1}, or X_1, taken together with one of R_{9a} and R_{9b}, forms an alicyclic, heteroalicyclic, aromatic or heteroaromatic moiety; wherein R^{X1} is hydrogen, a nitrogen protecting group, or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety;

Z is O, NR^{Z1}, $CR^{Z1}R^{Z2}$ or S, wherein R^{Z1} and R^{Z2} are independently hydrogen, halogen, a nitrogen protecting group, or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety;

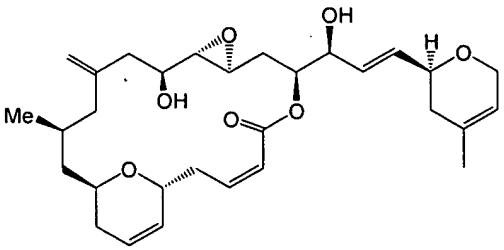
K, **L** and **M** are independently absent, or a substituted or unsubstituted C_{1-6}alkylidene or C_{2-6}alkenylidene chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, CO_2, COCO, $CONR^{P1}$, $OCONR^{P1}$, $NR^{P1}NR^{P2}$, $NR^{P1}NR^{P2}CO$, $NR^{P1}CO$, $NR^{P1}CO_2$, $NR^{P1}CONR^{P2}$, SO, SO_2, $NR^{P1}SO_2$, SO_2NR^{P1}, $NR^{P1}SO_2NR^{P2}$, O, S, or NR^{P1}; wherein each occurrence of R^{P1} and R^{P2} is independently hydrogen, aliphatic, heteroaliphatic,

aromatic, heteroaromatic or acyl, or a substitutent present on K, when present, and taken together with R_6, forms an alicyclic, heterocyclic, aromatic or heteroaromatic moiety;

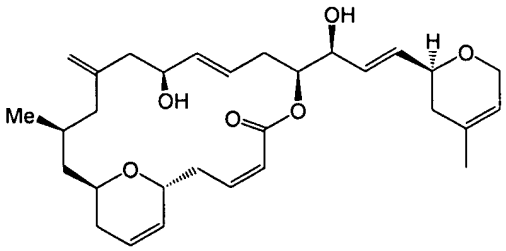
A, **B**, **D**, **E**, **G** and **J** are independently connected by either a single or double bond, as valency permits, or A-B-D-E-G-J together represents an aromatic or heteroaromatic moiety; wherein B and J are independently N or CR^{Q1}; and A, D, E and G are independently C=O, $CR^{Q1}R^{Q2}$, NR^{Q1}, O, N or S; wherein each occurrence of R^{Q1} and R^{Q2} is independently absent, hydrogen, halogen, an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety, or is WR^{W1} wherein W is O, S, NR^{W2}, -C(=O), -S(=O), $-SO_2$, -C(=O)O-, -OC(=O), -C(=O)NR^{W2}, -NR^{W2}C(=O); wherein each occurrence of R^{W1} and R^{W2} is independently hydrogen, a protecting group, a prodrug moiety or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety, or, when W is NR^{W2}, R^{W1} and R^{W2}, taken together with the nitrogen atom to which they are attached, form a heteroalicyclic or heteroaryl moiety; or any two adjacent substituents on A, B, D, E, G and J, taken together, may represent an alicyclic, heteroalicyclic, aromatic or heteroaromatic moiety; and

q and **t** are independently 0-2; wherein the sum q+t is 1-3;

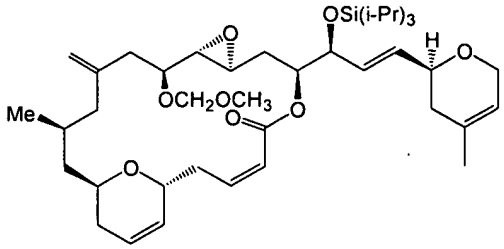
with the proviso that the compound is not one of:



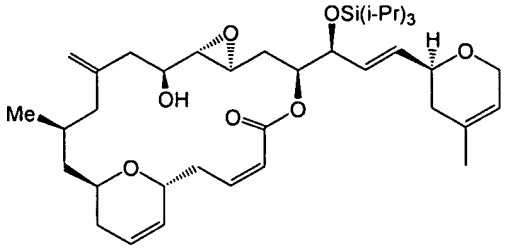
A



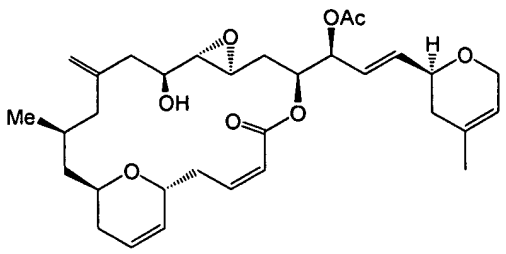
B



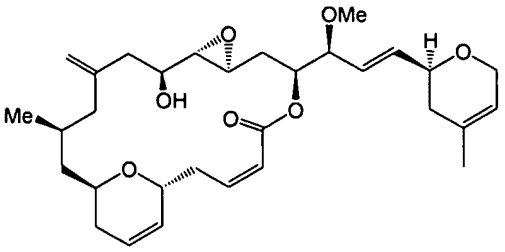
C



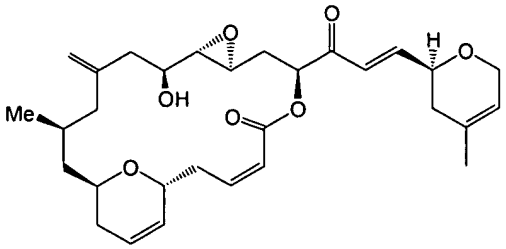
D



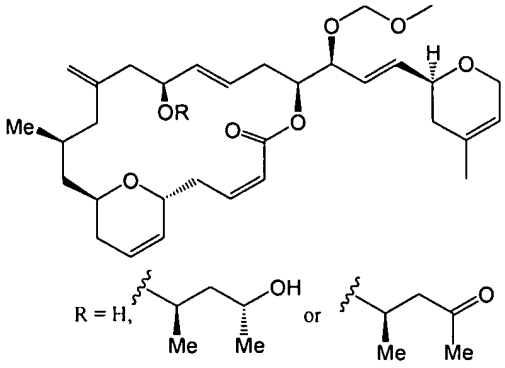
E



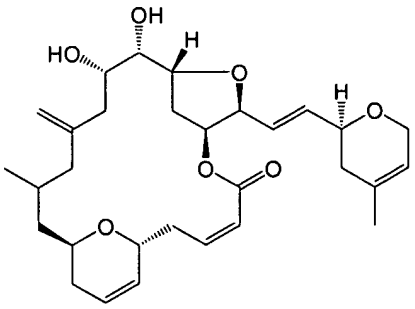
F



G



H



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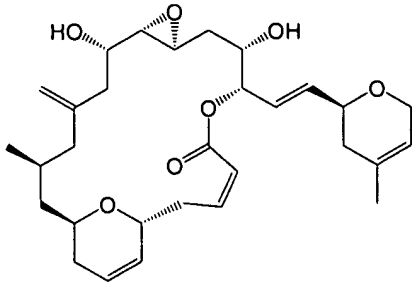
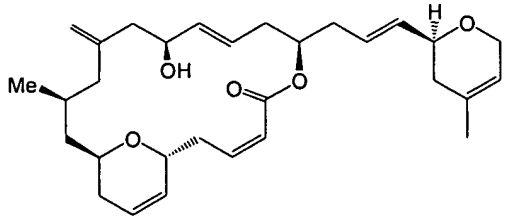
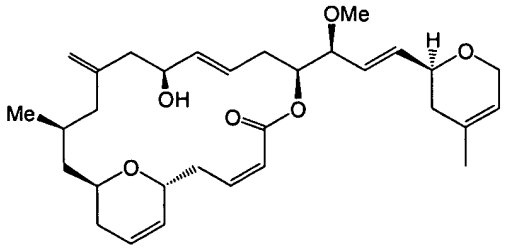


J



K



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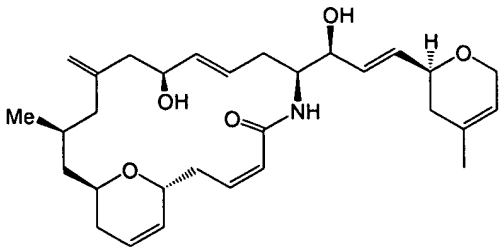
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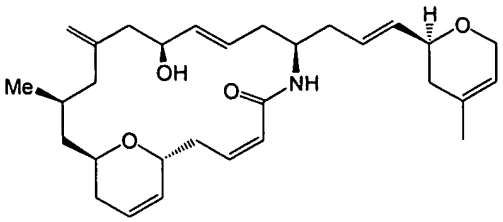
O
OH
Me
NH
O
O

M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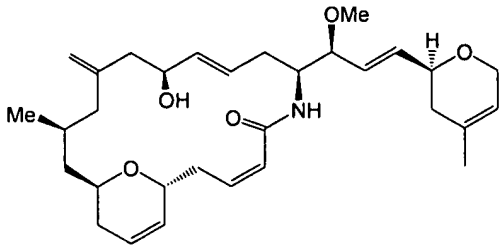
O

N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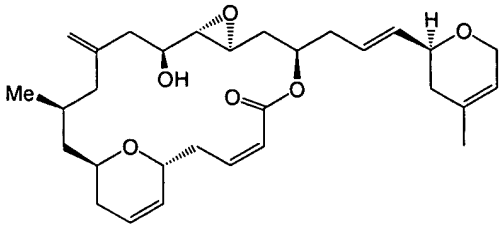
O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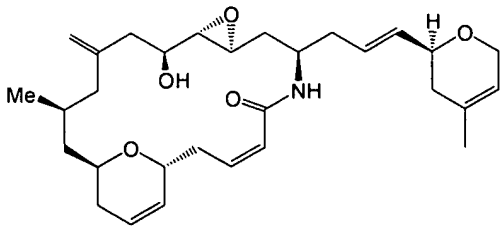
Me
O
O

P


O
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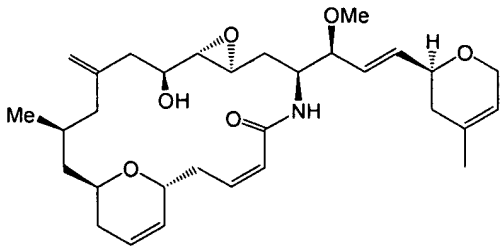
NH
O
O

Q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NH
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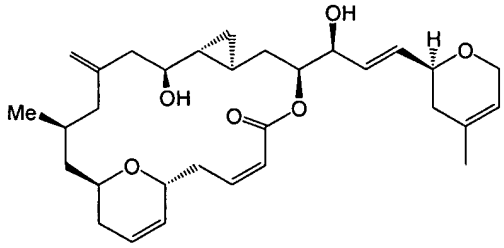
R


OH
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OH
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O
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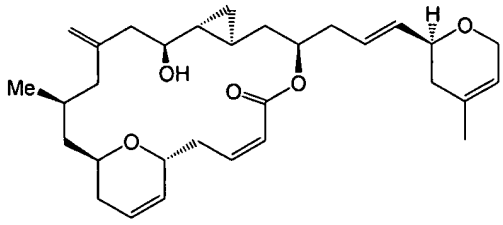
S


H
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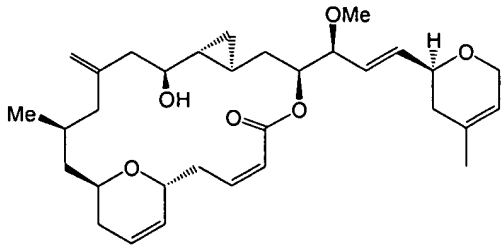
T


OMe
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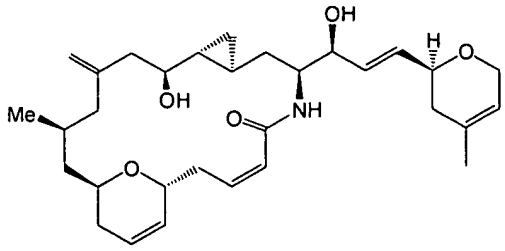
OH
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OH
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NH
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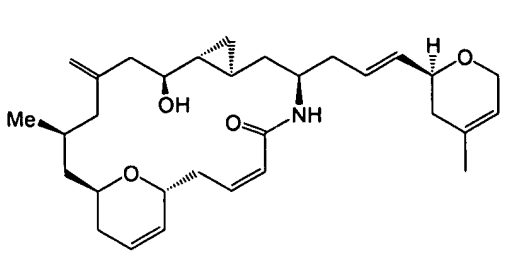
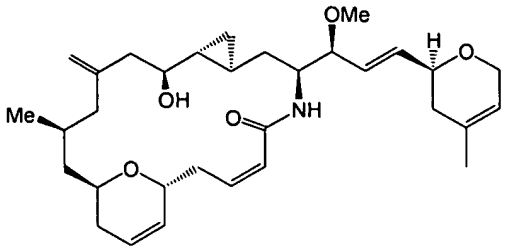
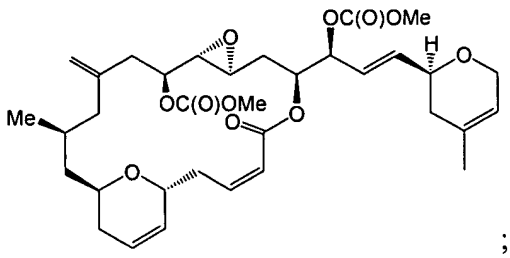
V



W



X



;

Y

or any one of the compounds depicted on pages 107-111 and 114 of WO 03/076445.

2. **(Original)** The compound of claim 1 wherein:

R_1 and **R_2** are independently hydrogen, halogen, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety;

R_3 and **R_4** are independently hydrogen, $-OR^{3a}$ or $-NR^{3a}R^{3b}$, wherein at least one of R_3 and R_4 is $-OR^{3a}$ or $-NR^{3a}R^{3b}$, or R_3 and R_4 taken together with the carbon to which they are attached form a a $-C(=O)-$ or $=NR^{3c}$ moiety; wherein R^{3a} and R^{3b}, for each occurrence, is independently hydrogen, a protecting group, a prodrug moiety or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety; and R^{3c} is an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety, or OR^{3d}; wherein R^{3d} is hydrogen or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety;

R_5 and **R_6** are independently hydrogen, halogen, -CN, an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety, or is WR^{W1} wherein W is O, S, NR^{W2}, -C(=O), -S(=O), $-SO_2$, -C(=O)O-, -OC(=O), $-C(=O)NR^{W2}$, $-NR^{W2}C(=O)$; or R_5 and R_6, taken together, form a cycloalkyl or heterocyclic moiety; wherein the carbon atoms to which R_5 and R_6 are attached may be connected by a single or double bond, as valency permits; and wherein each occurrence of R^{W1} and R^{W2} is independently hydrogen, a protecting group, a prodrug moiety or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or

heteroarylalkyl moiety, or, when W is NR^{W2}, R^{W1} and R^{W2}, taken together with the nitrogen atom to which they are attached, form a heterocyclic or heteroaryl moiety; or R_6, taken together with a substituent present on K, forms an alicyclic, heterocyclic, aryl or heteroaryl moiety;

$\mathbf{R_7}$ and $\mathbf{R_8}$ are independently absent, hydrogen, halogen or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety, wherein the carbon atoms to which R_7 and R_8 are attached may be connected by a single, double or triple bond, as valency permits;

$\mathbf{R_{9a}}$ and $\mathbf{R_{9b}}$ are independently absent, hydrogen or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety;

$\mathbf{R_{10}}$ is hydrogen or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety;

$\mathbf{X_0}$ is $CR^{X0a}R^{X0b}$, O or NR^{X0a}; wherein R^{X0a} and R^{X0b} are independently hydrogen, a nitrogen protecting group, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety;

$\mathbf{X_1}$ is O, S or NR^{X1}; wherein R^{X1} is hydrogen, a nitrogen protecting group, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety;

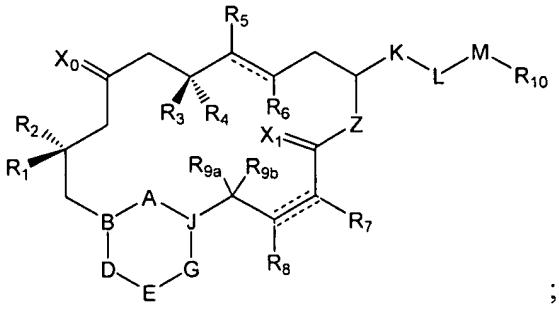
Z is O, NR^{Z1}, $CR^{Z1}R^{Z2}$ or S, wherein R^{Z1} and R^{Z2} are independently hydrogen, halogen, a nitrogen protecting group, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety;

K, **L** and **M** are independently absent, $CR^{P1}R^{P2}$, CR^{P1} or C=O, wherein each occurrence of R^{P1} is independently hydrogen, halogen, an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety, or is WR^{W1} wherein W is O, S, NR^{W2}, -C(=O), -S(=O), $-SO_2$, -C(=O)O-, -OC(=O), $-C(=O)NR^{W2}$, $-NR^{W2}C(=O)$; wherein each occurrence of R^{W1} and R^{W2} is independently hydrogen, a protecting group, a prodrug moiety or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety, or, when W is NR^{W2}, R^{W1} and R^{W2}, taken together with the nitrogen atom to which they are attached, form a heterocyclic or heteroaryl moiety; or a substitutent present on K, when present, and taken together with R_6, forms an alicyclic, heterocyclic, aromatic or heteroaromatic moiety; and

A, **B**, **D**, **E**, **G** and **J** are independently connected by either a single or double bond, as valency permits, or A-B-D-E-G-J together represents an aryl or heteroaryl moiety; wherein B

and J are independently N or CR^{Q1}; and A, D, E and G are independently C=O, $CR^{Q1}R^{Q2}$, NR^{Q1}, O, N or S; wherein each occurrence of R^{Q1} and R^{Q2} is independently absent, hydrogen, halogen, an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety, or is WR^{W1} wherein W is O, S, NR^{W2}, -C(=O), -S(=O), $-SO_2$, -C(=O)O-, -OC(=O), -C(=O)NR^{W2}, -NR^{W2}C(=O); wherein each occurrence of R^{W1} and R^{W2} is independently hydrogen, a protecting group, a prodrug moiety or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety, or, when W is NR^{W2}, R^{W1} and R^{W2}, taken together with the nitrogen atom to which they are attached, form a heterocyclic or heteroaryl moiety; or any two adjacent substituents on A, B, D, E, G and J, taken together, may represent an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety.

3. **(Original)** The compound of claim 1, wherein q and t are each 1 and the compound has the structure:



;

wherein $\mathbf{R_1}$ and $\mathbf{R_2}$ are independently hydrogen, halogen, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety;

$\mathbf{R_3}$ and $\mathbf{R_4}$ are independently hydrogen or OR^{3a}, wherein at least one of R_3 and R_4 is -OR^{3a} or $-NR^{3a}R^{3b}$, or R_3 and R_4 taken together with the carbon to which they are attached form a a –C(=O)- or $=NR^{3c}$ moiety; wherein R^{3a} and R^{3b}, for each occurrence, is independently hydrogen, a protecting group, a prodrug moiety or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety; and R^{3c} is an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety, or OR^{3d}; wherein R^{3d} is hydrogen or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety;

$\mathbf{R_5}$ and $\mathbf{R_6}$ are independently hydrogen, halogen, -CN, an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety, or is WR^{W1} wherein W is O, S,

NR^{W2}, -C(=O), -S(=O), $-SO_2$, -C(=O)O-, -OC(=O), $-C(=O)NR^{W2}$, $-NR^{W2}C(=O)$; or R_5 and R_6, taken together, form a cycloalkyl or heterocyclic moiety; wherein the carbon atoms to which R_5 and R_6 are attached may be connected by a single or double bond, as valency permits; and wherein each occurrence of R^{W1} and R^{W2} is independently hydrogen, a protecting group, a prodrug moiety or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety, or, when W is NR^{W2}, R^{W1} and R^{W2}, taken together with the nitrogen atom to which they are attached, form a heterocyclic or heteroaryl moiety; or R_6, taken together with a substituent present on K, forms an alicyclic, heterocyclic, aryl or heteroaryl moiety;

$\mathbf{R_7}$ and $\mathbf{R_8}$ are independently absent, hydrogen, halogen or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety, wherein the carbon atoms to which R_7 and R_8 are attached may be connected by a single, double or triple bond, as valency permits;

$\mathbf{R_{9a}}$ and $\mathbf{R_{9b}}$ are independently absent, hydrogen or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety;

$\mathbf{R_{10}}$ is hydrogen or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety;

$\mathbf{X_0}$ is $CR^{X0a}R^{X0b}$, O or NR^{X0a}; wherein R^{X0a} and R^{X0b} are independently hydrogen, a nitrogen protecting group, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety;

$\mathbf{X_1}$ is O, S or NR^{X1}; wherein R^{X1} is hydrogen, a nitrogen protecting group, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety;

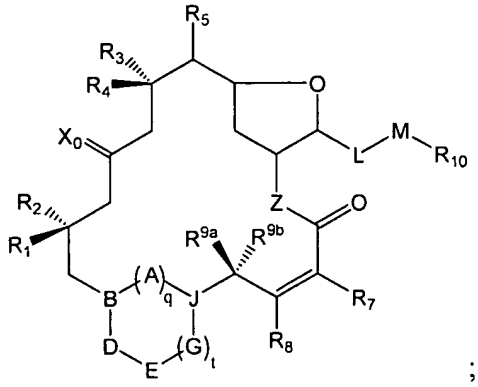
Z is O, NR^{Z1}, $CR^{Z1}R^{Z2}$ or S, wherein R^{Z1} and R^{Z2} are independently hydrogen, halogen, a nitrogen protecting group, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety;

K, **L** and **M** are independently absent, $CR^{P1}R^{P2}$, CR^{P1} or C=O, wherein each occurrence of R^{P1} is independently hydrogen, halogen, an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety, or is WR^{W1} wherein W is O, S, NR^{W2}, -C(=O), -S(=O), $-SO_2$, -C(=O)O-, -OC(=O), $-C(=O)NR^{W2}$, $-NR^{W2}C(=O)$; wherein each occurrence of R^{W1} and R^{W2} is independently hydrogen, a protecting group, a prodrug moiety or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety, or, when W is

NR^{W2}, R^{W1} and R^{W2}, taken together with the nitrogen atom to which they are attached, form a heterocyclic or heteroaryl moiety; or a substitutent present on K, when present, and taken together with R_6, forms an alicyclic, heterocyclic, aromatic or heteroaromatic moiety; and

A, **B**, **D**, **E**, **G** and **J** are independently connected by either a single or double bond, as valency permits, or A-B-D-E-G-J together represents an aryl or heteroaryl moiety; wherein B and J are independently N or CR^{Q1}; and A, D, E and G are independently C=O, $CR^{Q1}R^{Q2}$, NR^{Q1}, O, N or S; wherein each occurrence of R^{Q1} and R^{Q2} is independently absent, hydrogen, halogen, an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety, or is WR^{W1} wherein W is O, S, NR^{W2}, -C(=O), -S(=O), $-SO_2$, -C(=O)O-, -OC(=O), -C(=O)NR^{W2}, -NR^{W2}C(=O); wherein each occurrence of R^{W1} and R^{W2} is independently hydrogen, a protecting group, a prodrug moiety or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety, or, when W is NR^{W2}, R^{W1} and R^{W2}, taken together with the nitrogen atom to which they are attached, form a heterocyclic or heteroaryl moiety; or any two adjacent substituents on A, B, D, E, G and J, taken together, may represent an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety.

4. **(Original)** The compound of claim 1, wherein K and R_6, taken together, form a tetrahydrofuryl ring and the compound has the structure:



;

wherein $\mathbf{R_1}$ and $\mathbf{R_2}$ are independently hydrogen, halogen, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety;

$\mathbf{R_3}$ and $\mathbf{R_4}$ are independently hydrogen or OR^{3a}, wherein at least one of R_3 and R_4 is -OR^{3a} or –$NR^{3a}R^{3b}$, or R_3 and R_4 taken together with the carbon to which they are attached form a a –C(=O)- or =NR^{3c} moiety; wherein R^{3a} and R^{3b}, for each occurrence, is independently

hydrogen, a protecting group, a prodrug moiety or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety; and R^{3c} is an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety, or OR^{3d}; wherein R^{3d} is hydrogen or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety;

$\mathbf{R_5}$ is hydrogen, halogen, -CN, an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety, or is WR^{W1} wherein W is O, S, NR^{W2}, -C(=O), -S(=O), $-SO_2$, -C(=O)O-, -OC(=O), $-C(=O)NR^{W2}$, $-NR^{W2}C(=O)$; or R_5 and R_6, taken together, form a cycloalkyl or heterocyclic moiety; wherein the carbon atoms to which R_5 and R_6 are attached may be connected by a single or double bond, as valency permits; and wherein each occurrence of R^{W1} and R^{W2} is independently hydrogen, a protecting group, a prodrug moiety or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety, or, when W is NR^{W2}, R^{W1} and R^{W2}, taken together with the nitrogen atom to which they are attached, form a heterocyclic or heteroaryl moiety; or R_6, taken together with a substituent present on K, forms an alicyclic, heterocyclic, aryl or heteroaryl moiety;

$\mathbf{R_7}$ and $\mathbf{R_8}$ are independently absent, hydrogen, halogen or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety, wherein the carbon atoms to which R_7 and R_8 are attached may be connected by a single, double or triple bond, as valency permits;

$\mathbf{R_{9a}}$ and $\mathbf{R_{9b}}$ are independently absent, hydrogen or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety;

$\mathbf{R_{10}}$ is hydrogen or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety;

$\mathbf{X_0}$ is $CR^{X0a}R^{X0b}$, O or NR^{X0a}; wherein R^{X0a} and R^{X0b} are independently hydrogen, a nitrogen protecting group, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety;

$\mathbf{X_1}$ is O, S or NR^{X1}; wherein R^{X1} is hydrogen, a nitrogen protecting group, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety;

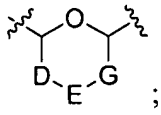
Z is O, NR^{Z1}, $CR^{Z1}R^{Z2}$ or S, wherein R^{Z1} and R^{Z2} are independently hydrogen, halogen, a nitrogen protecting group, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety;

K, **L** and **M** are independently absent, $CR^{P1}R^{P2}$, CR^{P1} or C=O, wherein each occurrence of R^{P1} is independently hydrogen, halogen, an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety, or is WR^{W1} wherein W is O, S, NR^{W2}, -C(=O), -S(=O), $-SO_2$, -C(=O)O-, -OC(=O), $-C(=O)NR^{W2}$, $-NR^{W2}C(=O)$; wherein each occurrence of R^{W1} and R^{W2} is independently hydrogen, a protecting group, a prodrug moiety or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety, or, when W is NR^{W2}, R^{W1} and R^{W2}, taken together with the nitrogen atom to which they are attached, form a heterocyclic or heteroaryl moiety; or a substitutent present on K, when present, and taken together with R_6, forms an alicyclic, heterocyclic, aromatic or heteroaromatic moiety;

A, **B**, **D**, **E**, **G** and **J** are independently connected by either a single or double bond, as valency permits, or A-B-D-E-G-J together represents an aryl or heteroaryl moiety; wherein B and J are independently N or CR^{Q1}; and A, D, E and G are independently C=O, $CR^{Q1}R^{Q2}$, NR^{Q1}, O, N or S; wherein each occurrence of R^{Q1} and R^{Q2} is independently absent, hydrogen, halogen, an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety, or is WR^{W1} wherein W is O, S, NR^{W2}, -C(=O), -S(=O), $-SO_2$, -C(=O)O-, -OC(=O), $-C(=O)NR^{W2}$, $-NR^{W2}C(=O)$; wherein each occurrence of R^{W1} and R^{W2} is independently hydrogen, a protecting group, a prodrug moiety or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety, or, when W is NR^{W2}, R^{W1} and R^{W2}, taken together with the nitrogen atom to which they are attached, form a heterocyclic or heteroaryl moiety; or any two adjacent substituents on A, B, D, E, G and J, taken together, may represent an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl, heteroaryl, arylalkyl or heteroarylalkyl moiety; and

q and **t** are independently 0-2; wherein the sum q+t is 1-3.

5. **(Currently Amended)** The compound of ~~claim 1 or 3~~ claim 1, wherein $-(A)_q$-B-D-E-$(G)_t$-J- together represent a heterocyclic moiety having the structure:

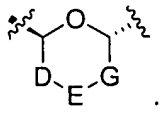


;

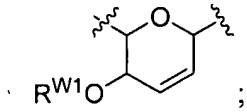
wherein at least one of Dand E, and E and G are connected by a double bond; and D, E and G are independently C=O, $CR^{Q1}R^{Q2}$, NR^{Q1}, N, O or S; wherein each occurrence of R^{Q1} and R^{Q2} is

independently absent, hydrogen, halogen, an alkyl, cycloalkyl, heteroalkyl, heterocyclyl, aryl or heteroaryl moiety, or is WR^{W1} wherein W is O, S, NR^{W2}, -C(=O), -S(=O), $-SO_2$, -C(=O)O-, -OC(=O), $-C(=O)NR^{W2}$, $-NR^{W2}C(=O)$; wherein each occurrence of R^{W1} and R^{W2} is independently hydrogen, a protecting group, a prodrug moiety or an alkyl, cycloalkyl, heteroalkyl, heterocyclyl, aryl or heteroaryl moiety, or, when W is NR^{W2}, R^{W1} and R^{W2}, taken together with the nitrogen atom to which they are attached, form a heterocyclic or heteroaryl moiety; or any two adjacent substituents on D, E and G, taken together, may represent a cycloalkyl, heterocyclic, aryl or heteroaryl moiety.

6. **(Original)** The compound of claim 5, wherein the heterocyclic moiety has the following stereochemistry:



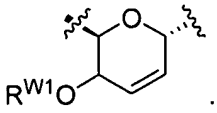
7. **(Currently Amended)** The compound of ~~claim 1 or 3~~ claim 1, wherein $-(A)_q$-B-D-E-$(G)_t$-J- together represent a heterocyclic moiety having the structure:



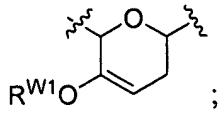
;

wherein R^{W1} is hydrogen, a protecting group, a prodrug moiety, $-C(=O)R^{y3}$, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety; wherein R^{y3} is hydrogen, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety.

8. **(Original)** The compound of claim 7, wherein the heterocyclic moiety has the following stereochemistry:



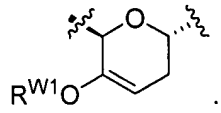
9. **(Currently Amended)** The compound of ~~claim 1 or 3~~ claim 1, wherein $-(A)_q$-B-D-E-$(G)_t$-J- together represent a heterocyclic moiety having the structure:



;

wherein R^{W1} is hydrogen, a protecting group, a prodrug moiety, -C(=O)R^{y3}, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety; wherein R^{y3} is hydrogen, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety.

10. **(Original)** The compound of claim 9, wherein the heterocyclic moiety has the following stereochemistry:



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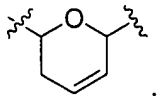
11. **(Currently Amended)** The compound of ~~claim 1 or 3~~ claim 1, wherein $-(A)_q$-B-D-E-$(G)_t$-J- together represent a heterocyclic moiety having the structure:



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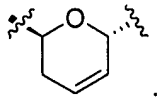
12. **(Original)** The compound of claim 11, wherein the heterocyclic moiety has the following stereochemistry:



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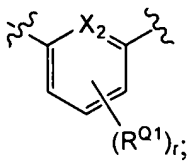
13. **(Original)** The compound of any one of claims 5-10 wherein R^{W1} is hydrogen, an oxygen protecting group or lower alkyl.

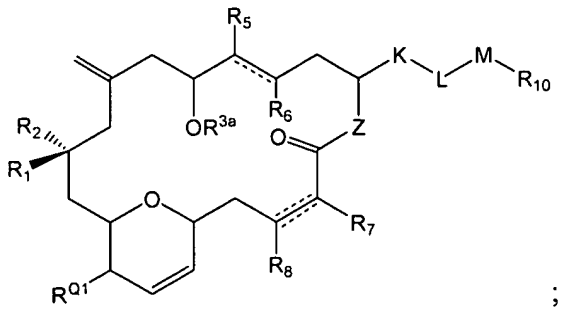
14. **(Original)** The compound of claim 13 wherein R^{W1} is methyl.

15. **(Currently Amended)** The compound of ~~claim 1 or 3~~ claim 1, wherein $-(A)_q$-B-D-E-$(G)_t$-J- together represent a heterocyclic moiety having the structure:



wherein X_2 is CH or N; r is an integer from 0 to 3; and each occurrence of R^{Q1} is independently hydrogen, halogen, an alkyl, cycloalkyl, heteroalkyl, heterocyclyl, aryl or heteroaryl moiety, or is WR^{W1} wherein W is O, S, NR^{W2}, -C(=O), -S(=O), $-SO_2$, -C(=O)O-, -OC(=O), $-C(=O)NR^{W2}$, $-NR^{W2}C(=O)$; wherein each occurrence of R^{W1} and R^{W2} is independently hydrogen, a protecting group, a prodrug moiety or an alkyl, cycloalkyl, heteroalkyl, heterocyclyl, aryl or heteroaryl moiety, or, when W is NR^{W2}, R^{W1} and R^{W2}, taken together with the nitrogen atom to which they are attached, form a heterocyclic or heteroaryl moiety.

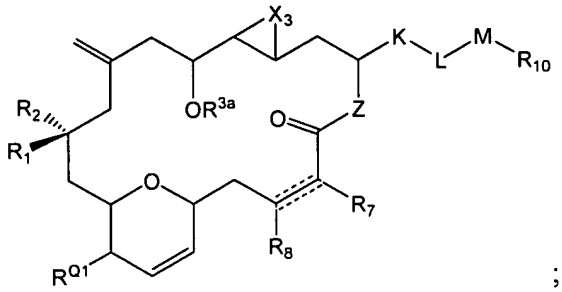
16. **(Original)** The compound of claim 1 wherein X_1 is O; one of R_3 and R_4 is OR^{3a}, the other is hydrogen; R_{9a} and R_{9b} are each hydrogen; and the compound has the structure:



;

wherein R_1, R_2, R_5, R_6, R_7, R_8, R_{10}, Z, K, L and M are as defined in claim 1; R^{Q1} is hydrogen, halogen, an alkyl, cycloalkyl, heteroalkyl, heterocyclyl, aryl or heteroaryl moiety, or is WR^{W1} wherein W is O, S, NR^{W2}, -C(=O), -S(=O), $-SO_2$, -C(=O)O-, -OC(=O), $-C(=O)NR^{W2}$, $-NR^{W2}C(=O)$; wherein each occurrence of R^{W1} and R^{W2} is independently hydrogen, a protecting group, a prodrug moiety or an alkyl, cycloalkyl, heteroalkyl, heterocyclyl, aryl or heteroaryl moiety, or, when W is NR^{W2}, R^{W1} and R^{W2}, taken together with the nitrogen atom to which they are attached, form a heterocyclic or heteroaryl moiety; and R^{3a} is hydrogen, an oxygen protecting group, a prodrug moiety or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety.

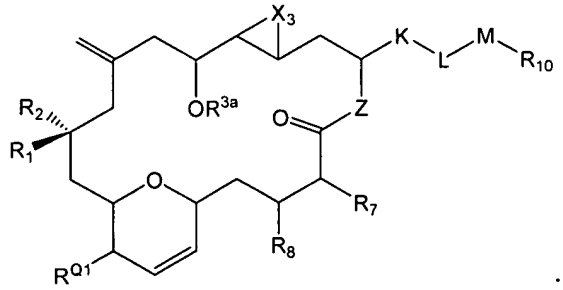
17. **(Original)** The compound of claim 16 wherein R_5 and R_6 and the carbon atoms to which they are attached form a 3-membered cyclic moiety; and the compound has the structure:



;

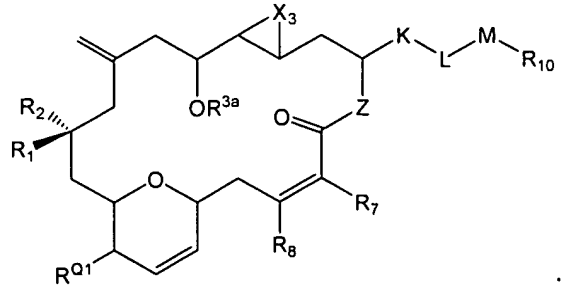
wherein X_3 is $CR^{X3a}R^{X3b}$, O or NR^{X3a}; wherein R^{X3a} and R^{X3b} are independently hydrogen, a nitrogen protecting group, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety.

18. **(Original)** The compound of claim 17 wherein the carbon atoms to which R_7 and R_8 are attached are connected with a single bond; and the compound has the structure:



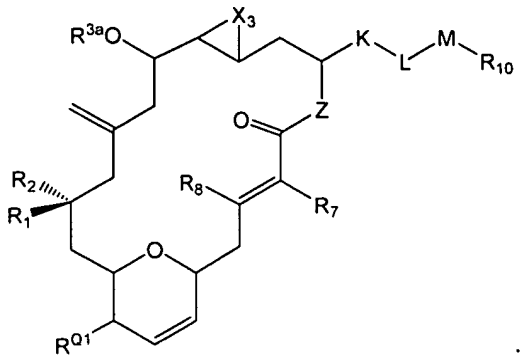
.

19. **(Original)** The compound of claim 17 wherein the carbon atoms to which R_7 and R_8 are attached are connected with a *cis*-double bond; and the compound has the structure:

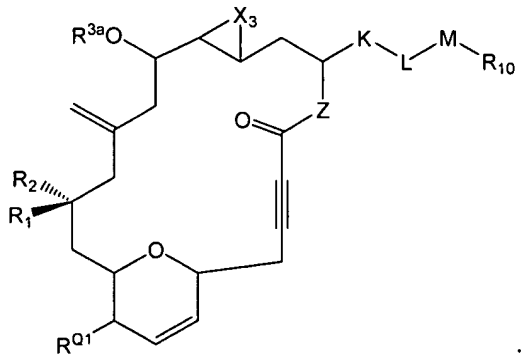


.

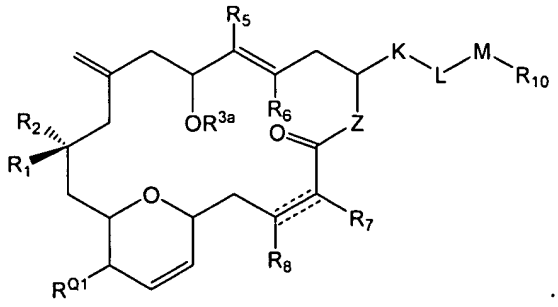
20. **(Original)** The compound of claim 17 wherein the carbon atoms to which R_7 and R_8 are attached are connected with a *trans*-double bond; and the compound has the structure:



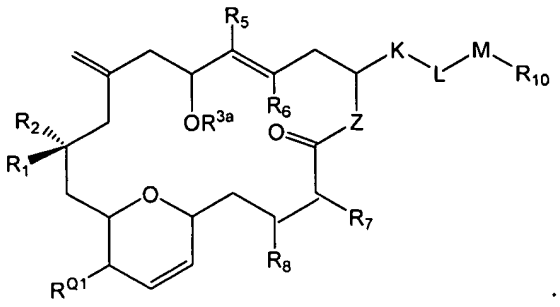
21. **(Original)** The compound of claim 17 wherein R_7 and R_8 are absent; the carbon atoms to which R_7 and R_8 are attached are connected with a triple bond; and the compound has the structure:



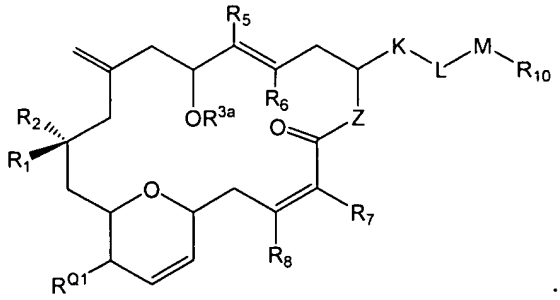
22. **(Original)** The compound of claim 16 wherein the carbon atoms to which R_5 and R_6 are attached are connected with a double bond; and the compound has the structure:



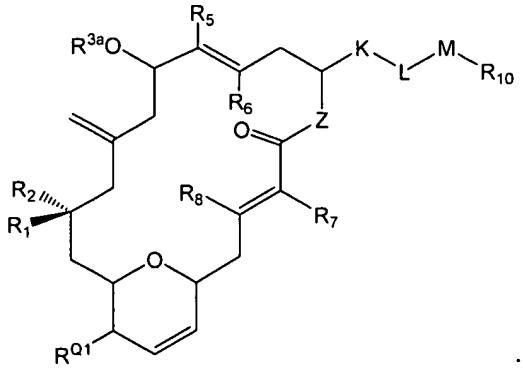
23. **(Original)** The compound of claim 22 wherein the carbon atoms to which R_7 and R_8 are attached are connected with a single bond; and the compound has the structure:



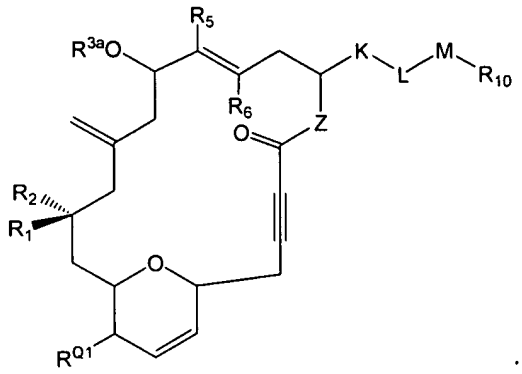
24. **(Original)** The compound of claim 22 wherein the carbon atoms to which R_7 and R_8 are attached are connected with a *cis*-double bond; and the compound has the structure:



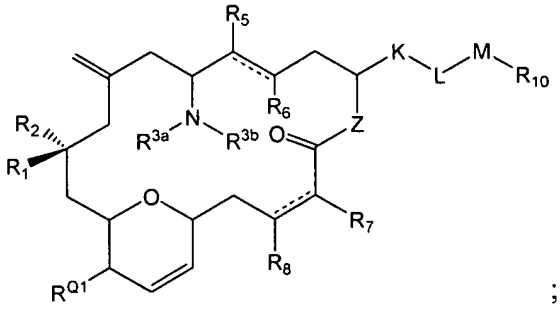
25. **(Original)** The compound of claim 22 wherein the carbon atoms to which R_7 and R_8 are attached are connected with a *trans*-double bond; and the compound has the structure:



26. **(Original)** The compound of claim 22 wherein R_7 and R_8 are absent; the carbon atoms to which R_7 and R_8 are attached are connected with a triple bond; and the compound has the structure:



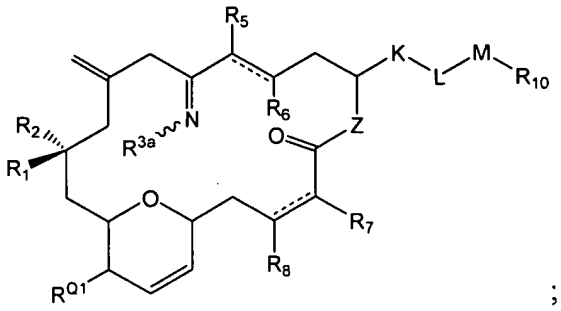
27. **(Original)** The compound of claim 1 wherein X_1 is O; one of R_3 and R_4 is $-NR^{3a}R^{3b}$, the other is hydrogen; R_{9a} and R_{9b} are each hydrogen; and the compound has the structure:



;

wherein R_1, R_2, R_5, R_6, R_7, R_8, R_{10}, Z, K, L and M are as defined in claim 1; R^{Q1} is hydrogen, halogen, an alkyl, cycloalkyl, heteroalkyl, heterocyclyl, aryl or heteroaryl moiety, or is WR^{W1} wherein W is O, S, NR^{W2}, -C(=O), -S(=O), $-SO_2$, -C(=O)O-, -OC(=O), $-C(=O)NR^{W2}$, $-NR^{W2}C(=O)$; wherein each occurrence of R^{W1} and R^{W2} is independently hydrogen, a protecting group, a prodrug moiety or an alkyl, cycloalkyl, heteroalkyl, heterocyclyl, aryl or heteroaryl moiety, or, when W is NR^{W2}, R^{W1} and R^{W2}, taken together with the nitrogen atom to which they are attached, form a heterocyclic or heteroaryl moiety; and R^{3a} and R^{3b} are independently hydrogen, a nitrogen protecting group, a prodrug moiety or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, acyl, aryl or heteroaryl moiety.

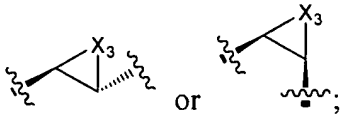
28. **(Original)** The compound of claim 1 wherein X_1 is O; one of R_3 and R_4 is $=NR^{3a}$, the other is hydrogen; R_{9a} and R_{9b} are each hydrogen; and the compound has the structure:



;

wherein R_1, R_2, R_5, R_6, R_7, R_8, R_{10}, Z, K, L and M are as defined in claim 1; R^{Q1} is hydrogen, halogen, an alkyl, cycloalkyl, heteroalkyl, heterocyclyl, aryl or heteroaryl moiety, or is WR^{W1} wherein W is O, S, NR^{W2}, -C(=O), -S(=O), $-SO_2$, -C(=O)O-, -OC(=O), $-C(=O)NR^{W2}$, $-NR^{W2}C(=O)$; wherein each occurrence of R^{W1} and R^{W2} is independently hydrogen, a protecting group, a prodrug moiety or an alkyl, cycloalkyl, heteroalkyl, heterocyclyl, aryl or heteroaryl moiety, or, when W is NR^{W2}, R^{W1} and R^{W2}, taken together with the nitrogen atom to which they are attached, form a heterocyclic or heteroaryl moiety; and R^{3a} is hydrogen, a nitrogen protecting group, a prodrug moiety, an alkyl, cycloalkyl, heteroalkyl, heterocyclic, acyl, aryl or heteroaryl moiety; or OR^{3b} wherein R^{3b} is hydrogen, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety.

29. **(Original)** The compound of claim 27 or 28, wherein R_5 and R_6 and the carbon atoms to which they are attached form a 3-membered cyclic moiety having the structure:



wherein X_3 is $CR^{X3a}R^{X3b}$, O or NR^{X3a}; wherein R^{X3a} and R^{X3b} are independently hydrogen, a nitrogen protecting group, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, acyl, aryl or heteroaryl moiety.

30. **(Original)** The compound of claim 29, wherein X_3 is CH_2 or O.

31. **(Original)** The compound of claim 27 or 28, wherein the carbon atoms to which R_7 and R_8 are attached are connected with a single bond, a *cis*-double bond a *trans*-double bond a triple bond.

32. **(Currently Amended)** The compound of ~~any one of claims 1-4 and 16-28~~ claim 1, wherein R_1 and R_2 are independently hydrogen or lower alkyl.

33. **(Currently Amended)** The compound of ~~any one of claims 1-4 and 16-28~~ claim 1, wherein R_1 and R_2 are each hydrogen.

34. **(Currently Amended)** The compound of ~~any one of claims 1-4 and 16-28~~ claim 1, wherein R_1 and R_2 are each methyl.

35. **(Currently Amended)** The compound of ~~any one of claims 16-26~~ claim 16, wherein R^{3a} is hydrogen, an oxygen protection group or a prodrug moiety.

36. **(Currently Amended)** The compound of ~~any one of claims 16-26~~ claim 16, wherein R^{3a} is hydrogen or Ac.

37. **(Currently Amended)** The compound of ~~any one of claims 1-4 and 16-28~~ claim 1, wherein Z is O, NH or NR^{Z1}, wherein R^{Z1} is a nitrogen protecting group, alkyl, aryl or heteroaryl.

38. **(Currently Amended)** The compound of ~~any one of claims 1-4 and 16-28~~ claim 1, wherein Z is O.

39. **(Currently Amended)** The compound of ~~any one of claims 1-4, 16-20, 22-25 and 27-28~~ claim 1, wherein R_7 and R_8 are independently hydrogen, halogen or lower alkyl.

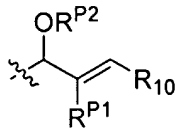
40. **(Currently Amended)** The compound of ~~any one of claims 1-4, 16-20, 22-25 and 27-28~~ claim 1, wherein R_7 and R_8 are each hydrogen.

41. **(Currently Amended)** The compound of ~~any one of claims 16-28~~ claim 16, wherein R^{Q1} is hydrogen or OR^{W1}; wherein R^{W1} is hydrogen, a protecting group, a prodrug moiety, -$C(=O)R^{y3}$, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety; wherein R^{y3} is hydrogen, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety.

42. **(Currently Amended)** The compound of ~~any one of claims 16-28~~ claim 16, wherein R^{Q1} is hydrogen or OR^{W1}; wherein R^{W1} is hydrogen or lower alkyl.

43. **(Currently Amended)** The compound of ~~any one of claims 16-28~~ claim 16, wherein R^{Q1} is hydrogen or OMe.

44. **(Currently Amended)** The compound of ~~any one of claims 1-4 and 16-28~~ claim 1, wherein –K-L-M-R_{10} is a moiety having one of the following structures:



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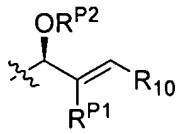

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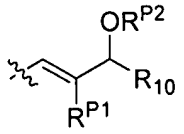

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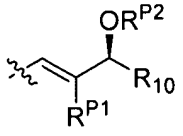

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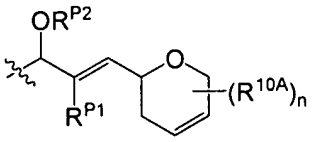

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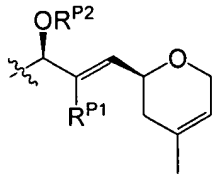

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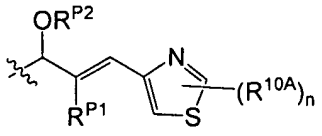

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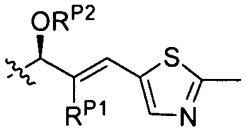

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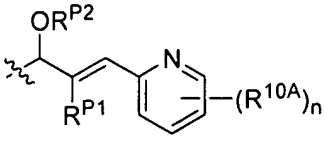

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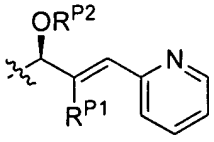

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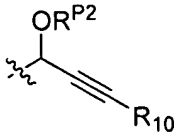

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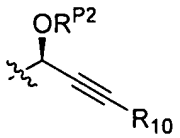

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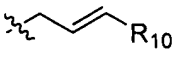
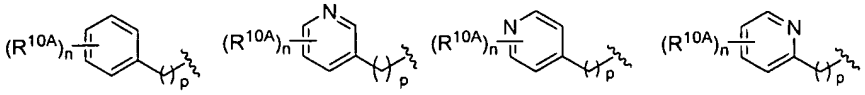


xiii

wherein n is an integer from 0 to 3; each occurrence of R^{10A} is independently hydrogen, halogen, -CN, or WR^{W1} wherein W is O, S, NR^{W2}, -C(=O), -S(=O), $-SO_2$, -C(=O)O-, -OC(=O), -C(=O)NR^{W2}, -NR^{W2}C(=O); wherein each occurrence of R^{W1} and R^{W2} is independently hydrogen, a protecting group, a prodrug moiety or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety, or, when W is NR^{W2}, R^{W1} and R^{W2}, taken together with the nitrogen atom to which they are attached, form a heterocyclic or heteroaryl moiety; R^{P1} is hydrogen or lower alkyl; and each occurrence of R^{P2} is independently hydrogen, a protecting group, a prodrug moiety, -C(=O)R^{y}, or an alkyl, cycloalkyl, heteroalkyl, heterocyclyl, aryl or heteroaryl moiety; wherein R^{y} is hydrogen, or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety.

45. **(Original)** The compound of claim 44, wherein R^{P1} is hydrogen or methyl.

46. **(Original)** The compound of claim 44, wherein R_{10} is one of:



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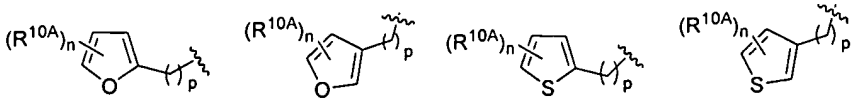

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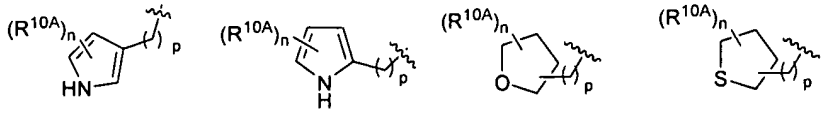

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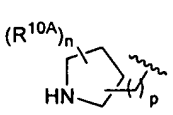

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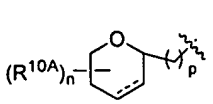

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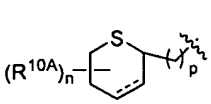

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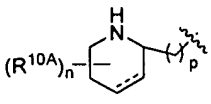

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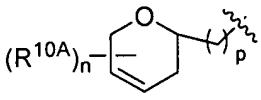

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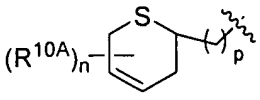

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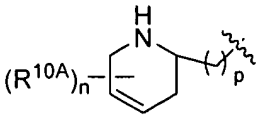

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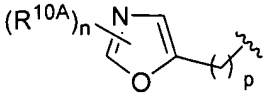

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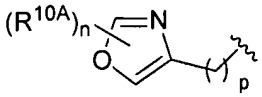

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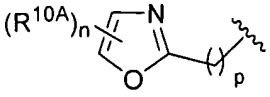

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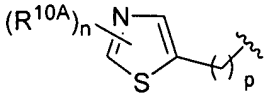

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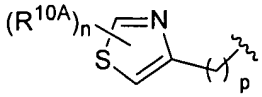

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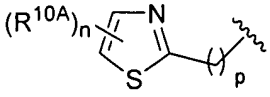

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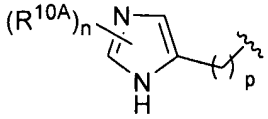
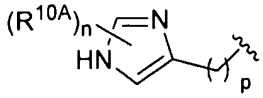


z



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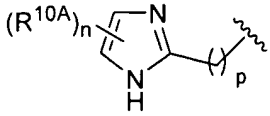

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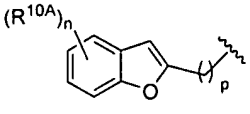

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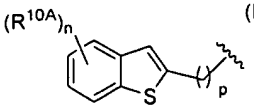

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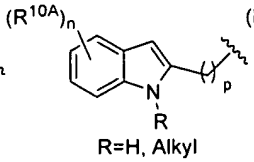

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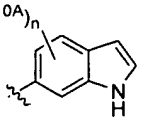

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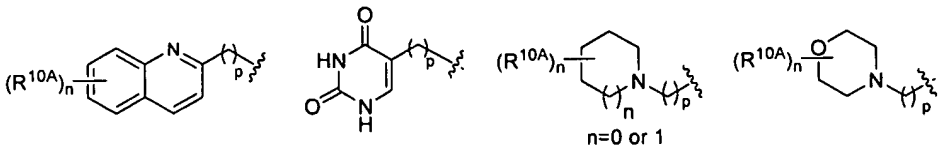
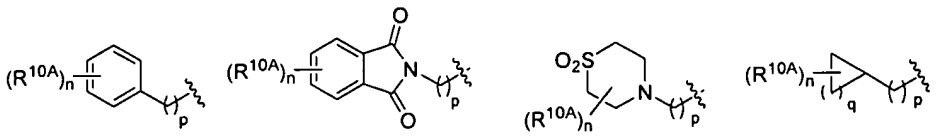


gg **hh** **ii** **jj**

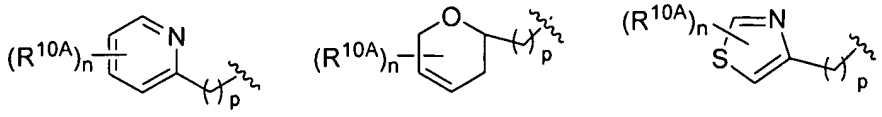


kk **ll** **mm** **nn**

oo **pp**

wherein n and p are each independently integers from 0 to 3; q is an integer from 1 to 6; and each occurrence of R^{10A} is independently hydrogen, halogen, -CN, or WR^{W1} wherein W is O, S, NR^{W2}, -C(=O), -S(=O), $-SO_2$, -C(=O)O-, -OC(=O), $-C(=O)NR^{W2}$, $-NR^{W2}C(=O)$; wherein each occurrence of R^{W1} and R^{W2} is independently hydrogen, a protecting group, a prodrug moiety or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety, or, when W is NR^{W2}, R^{W1} and R^{W2}, taken together with the nitrogen atom to which they are attached, form a heterocyclic or heteroaryl moiety.

47. **(Original)** The compound of claim 46, wherein R_{10} is one of:

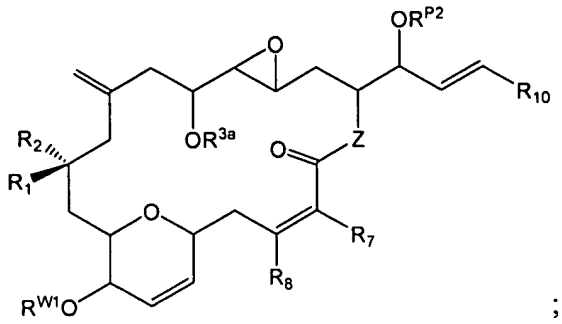


d **q-(i)** **x**

48. **(Original)** The compound of claim 1 having the structure:

Express Mail No.: EV 782612902 US
4061665v1

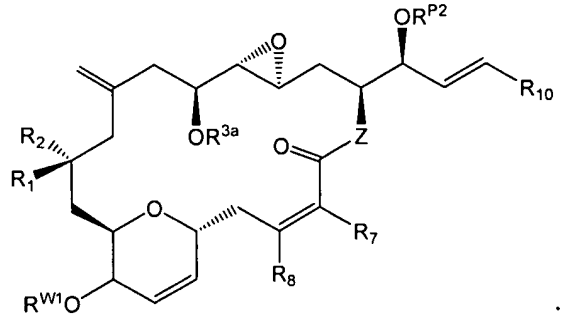
Attorney Docket No.: 2003946-0230
Client Reference: LIFT/US
Customer No. 24280



;

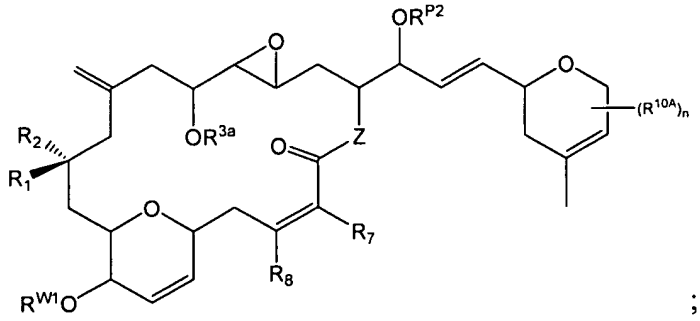
wherein Z is O, NH or NR^{Z1}, wherein R^{Z1} is a nitrogen protecting group, alkyl, aryl or heteroaryl; R_1 and R_2 are independently hydrogen or lower alkyl; R^{3a}, R^{W1} and R^{P2} are independently hydrogen, an oxygen protecting group, a prodrug moiety, lower alkyl, aryl or heteroaryl; R_7 and R_8 are independently hydrogen, halogen, lower alkyl, aryl, heteroaryl, or, R_7 and R_8, taken together, form a cycloalkyl, heterocyclyl, aryl or heteroaryl moiety.

49. **(Original)** The compound of claim 48 having the following stereochemistry:



.

50. **(Original)** The compound of claim 48 having the structure:

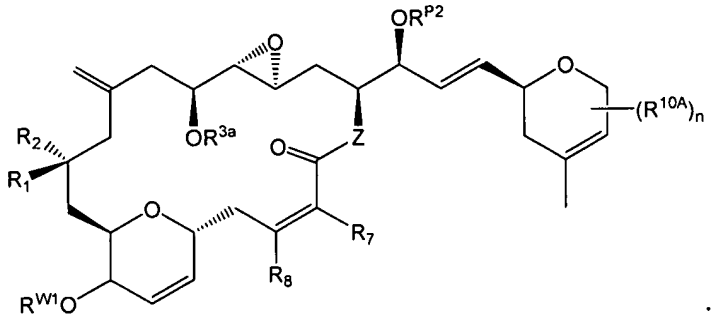


;

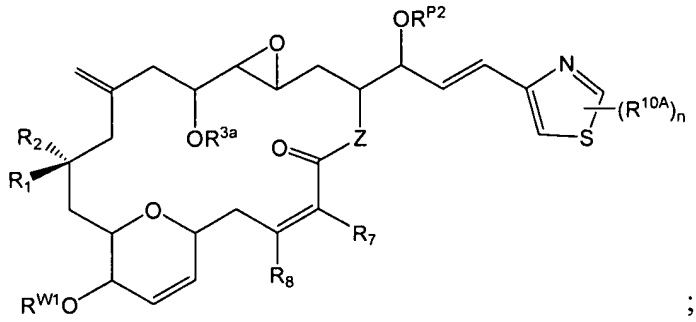
wherein n is an integer from 0 to 3; and each occurrence of R^{10A} is independently hydrogen, halogen, -CN, or WR^{W1} wherein W is O, S, NR^{W2}, -C(=O), -S(=O), $-SO_2$, -C(=O)O-, -OC(=O), $-C(=O)NR^{W2}$, $-NR^{W2}C(=O)$; wherein each occurrence of R^{W1} and R^{W2} is independently

hydrogen, a protecting group, a prodrug moiety or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety, or, when W is NR^{W2}, R^{W1} and R^{W2}, taken together with the nitrogen atom to which they are attached, form a heterocyclic or heteroaryl moiety.

51. **(Original)** The compound of claim 50 having the following stereochemistry:



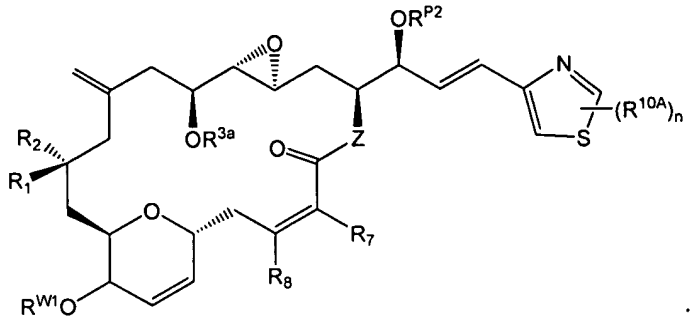
52. **(Original)** The compound of claim 48 having the structure:



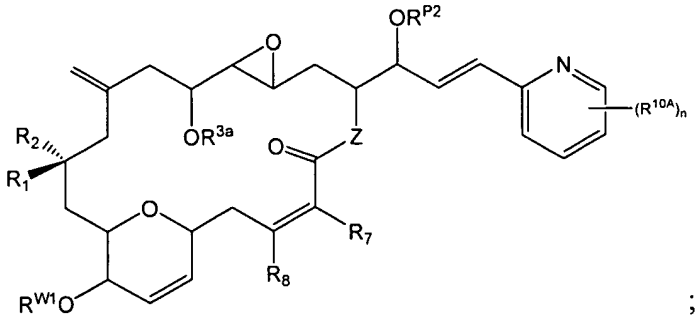
;

wherein n is an integer from 0 to 3; and each occurrence of R^{10A} is independently hydrogen, halogen, -CN, or WR^{W1} wherein W is O, S, NR^{W2}, -C(=O), -S(=O), $-SO_2$, -C(=O)O-, -OC(=O), $-C(=O)NR^{W2}$, $-NR^{W2}C(=O)$; wherein each occurrence of R^{W1} and R^{W2} is independently hydrogen, a protecting group, a prodrug moiety or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety, or, when W is NR^{W2}, R^{W1} and R^{W2}, taken together with the nitrogen atom to which they are attached, form a heterocyclic or heteroaryl moiety.

53. **(Original)** The compound of claim 52 having the following stereochemistry:



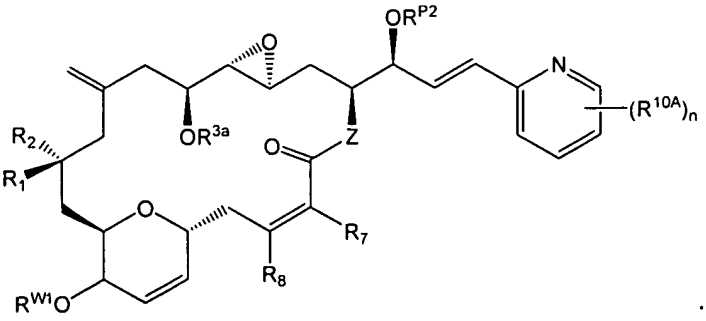
54. **(Original)** The compound of claim 48 having the structure:



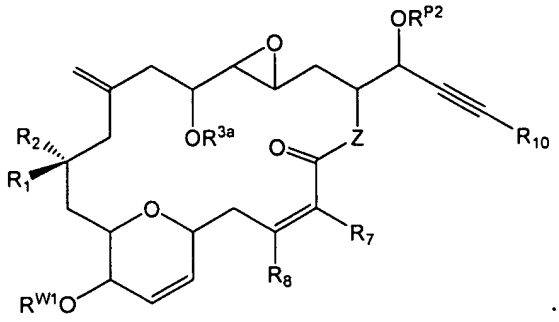
;

wherein n is an integer from 0 to 3; and each occurrence of R^{10A} is independently hydrogen, halogen, -CN, or WR^{W1} wherein W is O, S, NR^{W2}, -C(=O), -S(=O), $-SO_2$, -C(=O)O-, -OC(=O), $-C(=O)NR^{W2}$, $-NR^{W2}C(=O)$; wherein each occurrence of R^{W1} and R^{W2} is independently hydrogen, a protecting group, a prodrug moiety or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety, or, when W is NR^{W2}, R^{W1} and R^{W2}, taken together with the nitrogen atom to which they are attached, form a heterocyclic or heteroaryl moiety.

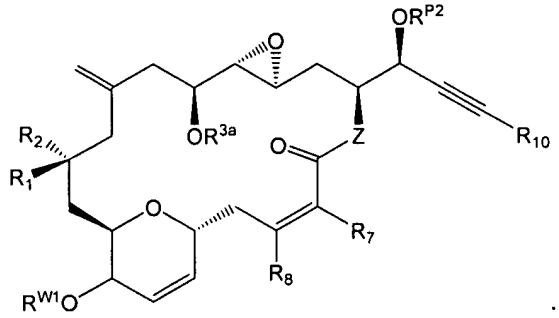
55. **(Original)** The compound of claim 54 having the following stereochemistry:



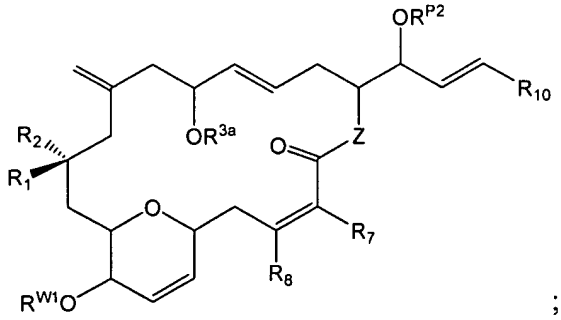
56. **(Original)** The compound of claim 48 having the structure:



57. **(Original)** The compound of claim 56 having the following stereochemistry:



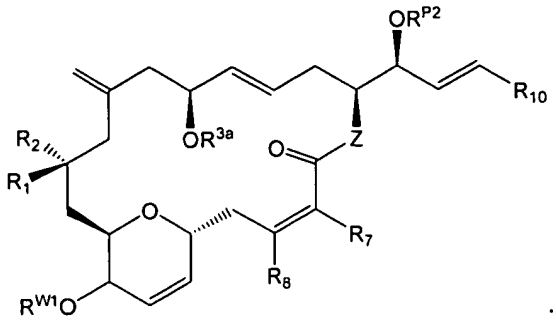
58. **(Original)** The compound of claim 1 having the structure:



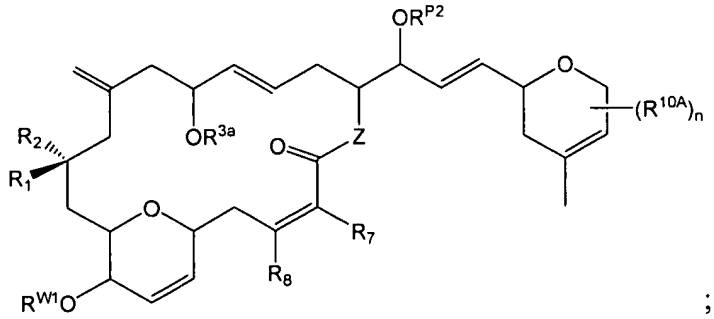
;

wherein Z is O, NH or NR^{Z1}, wherein R^{Z1} is a nitrogen protecting group, alkyl, aryl or heteroaryl; R_1 and R_2 are independently hydrogen or lower alkyl; R^{3a}, R^{W1} and R^{P2} are independently hydrogen, an oxygen protecting group, a prodrug moiety, lower alkyl, aryl or heteroaryl; R_7 and R_8 are independently hydrogen, halogen, lower alkyl, aryl, heteroaryl, or, R_7 and R_8, taken together, form a cycloalkyl, heterocyclyl, aryl or heteroaryl moiety.

59. **(Original)** The compound of claim 58 having the following stereochemistry:



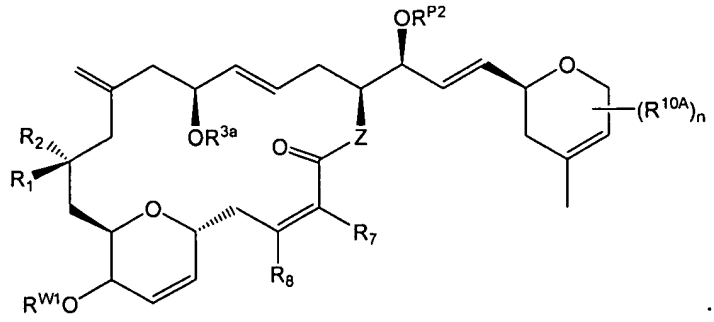
60. **(Original)** The compound of claim 58 having the structure:



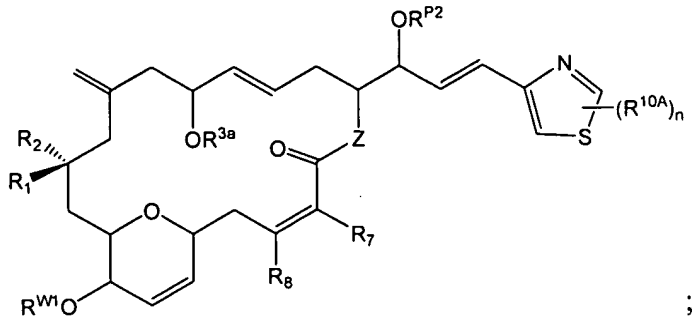
;

wherein n is an integer from 0 to 3; and each occurrence of R^{10A} is independently hydrogen, halogen, -CN, or WR^{W1} wherein W is O, S, NR^{W2}, -C(=O), -S(=O), $-SO_2$, -C(=O)O-, -OC(=O), $-C(=O)NR^{W2}$, $-NR^{W2}C(=O)$; wherein each occurrence of R^{W1} and R^{W2} is independently hydrogen, a protecting group, a prodrug moiety or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety, or, when W is NR^{W2}, R^{W1} and R^{W2}, taken together with the nitrogen atom to which they are attached, form a heterocyclic or heteroaryl moiety.

61. **(Original)** The compound of claim 60 having the following stereochemistry:



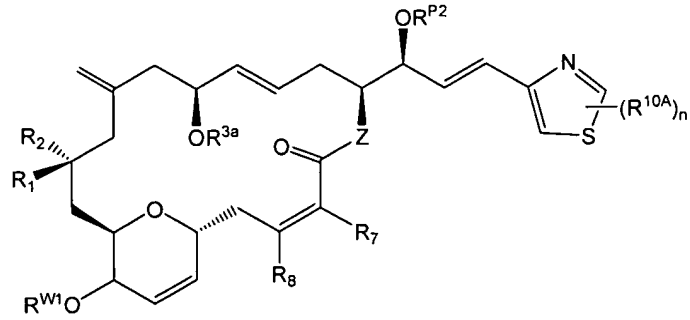
62. **(Original)** The compound of claim 58 having the structure:



;

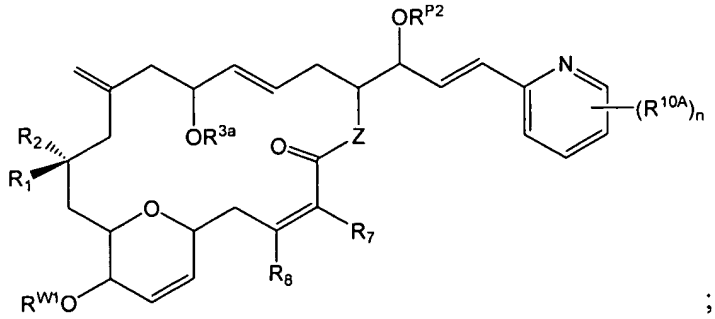
wherein n is an integer from 0 to 3; and each occurrence of R^{10A} is independently hydrogen, halogen, -CN, or WR^{W1} wherein W is O, S, NR^{W2}, -C(=O), -S(=O), $-SO_2$, -C(=O)O-, -OC(=O), $-C(=O)NR^{W2}$, $-NR^{W2}C(=O)$; wherein each occurrence of R^{W1} and R^{W2} is independently hydrogen, a protecting group, a prodrug moiety or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety, or, when W is NR^{W2}, R^{W1} and R^{W2}, taken together with the nitrogen atom to which they are attached, form a heterocyclic or heteroaryl moiety.

63. **(Original)** The compound of claim 62 having the following stereochemistry:



.

64. **(Original)** The compound of claim 58 having the structure:

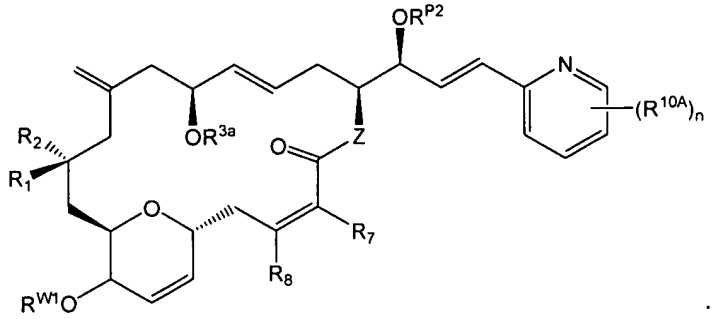


;

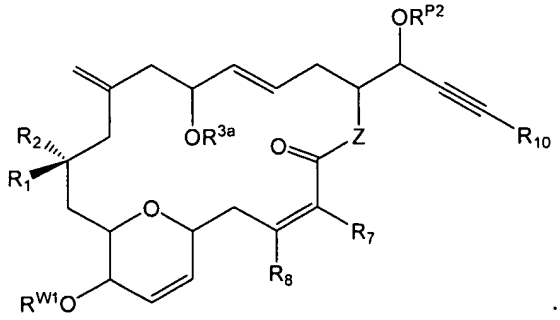
wherein n is an integer from 0 to 3; and each occurrence of R^{10A} is independently hydrogen, halogen, -CN, or WR^{W1} wherein W is O, S, NR^{W2}, -C(=O), -S(=O), $-SO_2$, -C(=O)O-, -

OC(=O), -C(=O)NR^{W2}, -NR^{W2}C(=O); wherein each occurrence of R^{W1} and R^{W2} is independently hydrogen, a protecting group, a prodrug moiety or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety, or, when W is NR^{W2}, R^{W1} and R^{W2}, taken together with the nitrogen atom to which they are attached, form a heterocyclic or heteroaryl moiety.

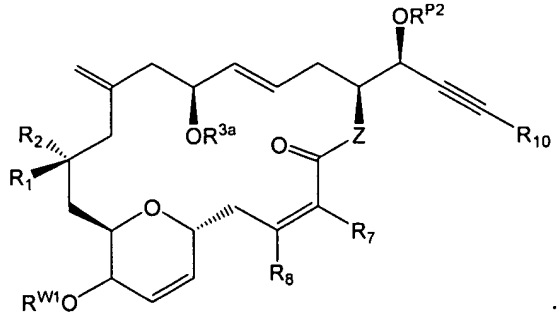
65. **(Original)** The compound of claim 64 having the following stereochemistry:



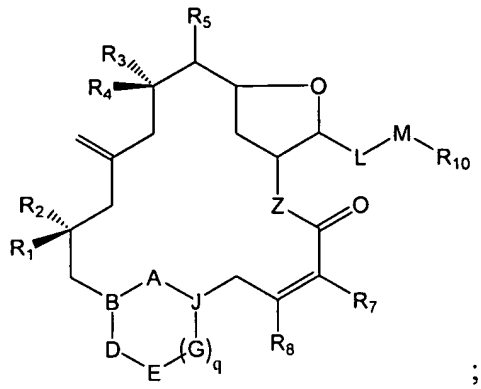
66. **(Original)** The compound of claim 58 having the structure:



67. **(Original)** The compound of claim 66 having the following stereochemistry:



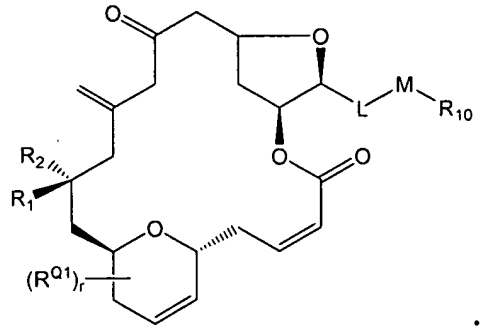
68. **(Original)** The compound of claim 1 having the structure:



;

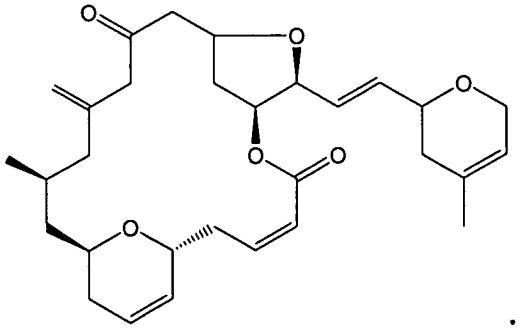
wherein q, R_1-R_5, R_7-R_8, R_{10}, A, B, D, E, G, J, L, M and Z are as defined in claim 1.

69. **(Original)** The compound of claim 68 having the following stereochemistry:



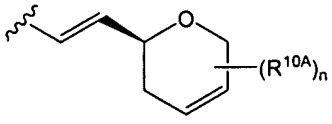
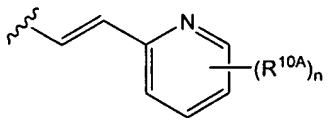
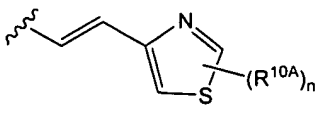
.

70. **(Original)** The compound of claim 68 having the structure:



.

71. **(Original)** The compound of claim 68 or 69, wherein -L-M-R^{10} is one of:

xiv xv xvi

wherein n is an integer from 0 to 3; and each occurrence of R^{10A} is independently hydrogen, halogen, -CN, or WR^{W1} wherein W is O, S, NR^{W2}, -C(=O), -S(=O), $-SO_2$, -C(=O)O-, -OC(=O), $-C(=O)NR^{W2}$, $-NR^{W2}C(=O)$; wherein each occurrence of R^{W1} and R^{W2} is independently hydrogen, a protecting group, a prodrug moiety or an alkyl, cycloalkyl, heteroalkyl, heterocyclic, aryl or heteroaryl moiety, or, when W is NR^{W2}, R^{W1} and R^{W2}, taken together with the nitrogen atom to which they are attached, form a heterocyclic or heteroaryl moiety.

72. **(Currently Amended)** The compound of ~~any one of claims 48-70~~ claim 48, wherein R_1 is methyl and R_2 is hydrogen.

73. **(Currently Amended)** The compound of ~~any one of claims 48-70~~ claim 48, wherein R_1 and R_2 are each methyl.

74. **(Currently Amended)** The compound of ~~any one of claims 48-67~~ claim 48, wherein R^{3a} is hydrogen, methyl or acetyl.

75. **(Currently Amended)** The compound of ~~any one of claims 48-67~~ claim 48, wherein R^{P2} is hydrogen, methyl or acetyl.

76. **(Currently Amended)** The compound of ~~any one of claims 48-68~~ claim 48, wherein R_7 and R_8 are each hydrogen.

77. **(Currently Amended)** The compound of ~~any one of claims 48-67~~ claim 48, wherein R^{W1} is hydrogen or methyl.

78. **(Currently Amended)** The compound of ~~any one of claims 48-68~~ claim 48, wherein Z is O or NR^{Z1} wherein R^{Z1} is hydrogen, lower alkyl or aryl.

79. **(Currently Amended)** The compound of ~~any one of claims 48-49, 56-59 and 66-69~~ claim 48, wherein R_{10} is selected from the groups a through pp.

80. **(Currently Amended)** The compound of ~~any one of claims 50-55 and 60-65~~ claim 50, wherein n is 0.

81. **(Currently Amended)** The compound of ~~any one of claims 50-55 and 60-65~~ claim 50, wherein n is 1 and R^{10A} is lower alkyl.

82. **(Currently Amended)** A pharmaceutical composition comprising:

a compound of ~~any one of claims 1-81~~ claim 1; and

a pharmaceutically acceptable carrier or diluent.

83. **(Original)** The pharmaceutical composition of claim 82 wherein the compound is present in an amount effective to inhibit the growth of multidrug resistant cells.

84. **(Original)** The composition of claim 82, further comprising an additional cytotoxic agent.

85. **(Original)** The composition of claim 84, wherein the cytotoxic agent is an anticancer agent.

86. **(Original)** The composition of claim 85, wherein the anticancer agent is paclitaxel.

87. **(Original)** A method of inhibiting the growth of multidrug resistant cells in:

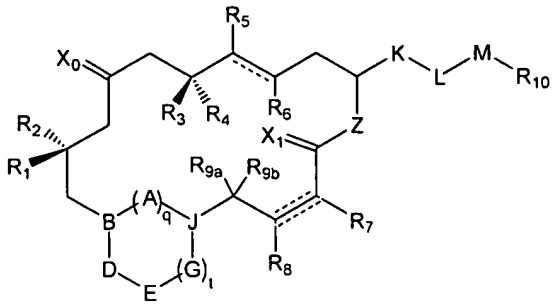
(a) a subject; or

(b) a biological sample;

which method comprises administering to said subject, or contacting said biological sample with:

a) a composition according to claim 82; or

b) a compound having the structure:



(I)

or pharmaceutically acceptable derivativesthereof;

wherein $\mathbf{R_1}$ and $\mathbf{R_2}$ are independently hydrogen, halogen, or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety;

$\mathbf{R_3}$ and $\mathbf{R_4}$ are independently hydrogen, $-OR^{3a}$ or $-NR^{3a}R^{3b}$, wherein at least one of R_3 and R_4 is $-OR^{3a}$ or $-NR^{3a}R^{3b}$, or R_3 and R_4 taken together with the carbon to which they are attached form a $-C(=O)-$ or $=NR^{3c}$ moiety; wherein R^{3a} and R^{3b}, for each occurrence, is independently hydrogen, a protecting group, a prodrug moiety or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety; and R^{3c} is an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety, or OR^{3d}; wherein R^{3d} is hydrogen or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety;

$\mathbf{R_5}$ and $\mathbf{R_6}$ are independently hydrogen, halogen, -CN, an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety, or is WR^{W1} wherein W is O, S, NR^{W2}, -C(=O), -S(=O), $-SO_2$, -C(=O)O-, -OC(=O), $-C(=O)NR^{W2}$, $-NR^{W2}C(=O)$; or R_5 and R_6, taken together, form an alicyclic or heteroalicyclic moiety; wherein the carbon atoms to which R_5 and R_6 are attached may be connected by a single or double bond, as valency permits; and wherein each occurrence of R^{W1} and R^{W2} is independently hydrogen, a protecting group, a prodrug moiety or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety, or, when W is NR^{W2}, R^{W1} and R^{W2}, taken together with the nitrogen atom to which they are attached, form a heteroalicyclic or heteroaryl moiety; or R_6, taken together with a substituent present on K, forms an alicyclic, heterocyclic, aromatic or heteroaromatic moiety;

R_7 and **R_8** are independently absent, hydrogen, halogen, -CN, or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety, or R_7 and R_8, taken together, form an alicyclic, heteroalicyclic, aromatic or heteroaromatic moiety; wherein the carbon atoms to which R_7 and R_8 are attached may be connected by a single, double or triple bond, as valency permits;

R_{9a} and **R_{9b}** are independently absent, hydrogen or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety, or one of R_{9a} and R_{9b}, taken together with X_1, forms an alicyclic, heteroalicyclic, aromatic or heteroaromatic moiety;

R_{10} is hydrogen or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety;

X_1 is O, S or NR^{X1}, or X_1, taken together with one of R_{9a} and R_{9b}, forms an alicyclic, heteroalicyclic, aromatic or heteroaromatic moiety; wherein R^{X1} is hydrogen, a nitrogen protecting group, or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety;

Z is O, NR^{Z1}, $CR^{Z1}R^{Z2}$ or S, wherein R^{Z1} and R^{Z2} are independently hydrogen, halogen, a nitrogen protecting group, or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety;

K, **L** and **M** are independently absent, or a substituted or unsubstituted C_{1-6}alkylidene or C_{2-6}alkenylidene chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, CO_2, COCO, $CONR^{P1}$, $OCONR^{P1}$, $NR^{P1}NR^{P2}$, $NR^{P1}NR^{P2}CO$, $NR^{P1}CO$, $NR^{P1}CO_2$, $NR^{P1}CONR^{P2}$, SO, SO_2, $NR^{P1}SO_2$, SO_2NR^{P1}, $NR^{P1}SO_2NR^{P2}$, O, S, or NR^{P1}; wherein each occurrence of R^{P1} and R^{P2} is independently hydrogen, aliphatic, heteroaliphatic, aromatic, heteroaromatic or acyl, or a substitutent present on K, when present, and taken together with R_6, forms an alicyclic, heterocyclic, aromatic or heteroaromatic moiety;

A, **B**, **D**, **E**, **G** and **J** are independently connected by either a single or double bond, as valency permits, or A-B-D-E-G-J together represents an aromatic or heteroaromatic moiety; wherein B and J are independently N or CR^{Q1}; and A, D, E and G are independently C=O, $CR^{Q1}R^{Q2}$, NR^{Q1}, O, N or S; wherein each occurrence of R^{Q1} and R^{Q2} is independently absent, hydrogen, halogen, an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety, or is WR^{W1} wherein W is O, S, NR^{W2}, -C(=O), -S(=O), $-SO_2$, -C(=O)O-,

-OC(=O), -C(=O)NR^{W2}, -NR^{W2}C(=O); wherein each occurrence of R^{W1} and R^{W2} is independently hydrogen, a protecting group, a prodrug moiety or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety, or, when W is NR^{W2}, R^{W1} and R^{W2}, taken together with the nitrogen atom to which they are attached, form a heteroalicyclic or heteroaryl moiety; or any two adjacent substituents on A, B, D, E, G and J, taken together, may represent an alicyclic, heteroalicyclic, aromatic or heteroaromatic moiety; and

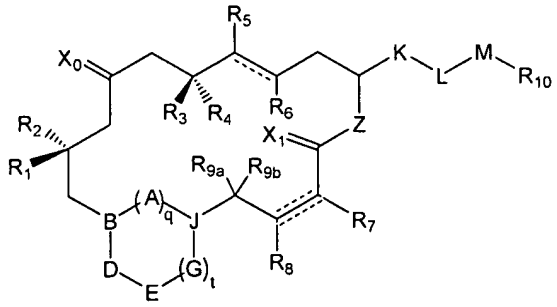
q and **t** are independently 0-2; wherein the sum q+t is 1-3;

provided that the method excludes contacting a hyperproliferative mammalian cell having a multiple drug resistant phenotype with a laulimalide compound, as defined in U.S. Patent No. 6,414,015.

88. **(Original)** A method of treating or lessening the severity of a disease or condition associated with cell hyperproliferation in a subject, said method comprising a step of administering to said subject:

a) a composition according to claim 82; or

b) a compound having the structure:



(I)

or pharmaceutically acceptable derivative thereof;

wherein $\mathbf{R_1}$ and $\mathbf{R_2}$ are independently hydrogen, halogen, or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety;

$\mathbf{R_3}$ and $\mathbf{R_4}$ are independently hydrogen, -OR^{3a} or –$NR^{3a}R^{3b}$, wherein at least one of R_3 and R_4 is -OR^{3a} or –$NR^{3a}R^{3b}$, or R_3 and R_4 taken together with the carbon to which they are attached form a –C(=O)- or =NR^{3c} moiety; wherein R^{3a} and R^{3b}, for each occurrence, is independently hydrogen, a protecting group, a prodrug moiety or an aliphatic, alicyclic, heteroaliphatic,

heteroalicyclic, aromatic or heteroaromatic moiety; and R^{3c} is an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety, or OR^{3d}; wherein R^{3d} is hydrogen or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety;

R_5 and **R_6** are independently hydrogen, halogen, -CN, an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety, or is WR^{W1} wherein W is O, S, NR^{W2}, -C(=O), -S(=O), $-SO_2$, -C(=O)O-, -OC(=O), $-C(=O)NR^{W2}$, $-NR^{W2}C(=O)$; or R_5 and R_6, taken together, form an alicyclic or heteroalicyclic moiety; wherein the carbon atoms to which R_5 and R_6 are attached may be connected by a single or double bond, as valency permits; and wherein each occurrence of R^{W1} and R^{W2} is independently hydrogen, a protecting group, a prodrug moiety or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety, or, when W is NR^{W2}, R^{W1} and R^{W2}, taken together with the nitrogen atom to which they are attached, form a heteroalicyclic or heteroaryl moiety; or R_6, taken together with a substituent present on K, forms an alicyclic, heterocyclic, aromatic or heteroaromatic moiety;

R_7 and **R_8** are independently absent, hydrogen, halogen, -CN, or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety, or R_7 and R_8, taken together, form an alicyclic, heteroalicyclic, aromatic or heteroaromatic moiety; wherein the carbon atoms to which R_7 and R_8 are attached may be connected by a single, double or triple bond, as valency permits;

R_{9a} and **R_{9b}** are independently absent, hydrogen or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety, or one of R_{9a} and R_{9b}, taken together with X_1, forms an alicyclic, heteroalicyclic, aromatic or heteroaromatic moiety;

R_{10} is hydrogen or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety;

X_1 is O, S or NR^{X1}, or X_1, taken together with one of R_{9a} and R_{9b}, forms an alicyclic, heteroalicyclic, aromatic or heteroaromatic moiety; wherein R^{X1} is hydrogen, a nitrogen protecting group, or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety;

Z is O, NR^{Z1}, $CR^{Z1}R^{Z2}$ or S, wherein R^{Z1} and R^{Z2} are independently hydrogen, halogen, a nitrogen protecting group, or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety;

K, **L** and **M** are independently absent, or a substituted or unsubstituted C_{1-6}alkylidene or C_{2-6}alkenylidene chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, CO_2, COCO, $CONR^{P1}$, $OCONR^{P1}$, $NR^{P1}NR^{P2}$, $NR^{P1}NR^{P2}CO$, $NR^{P1}CO$, $NR^{P1}CO_2$, $NR^{P1}CONR^{P2}$, SO, SO_2, $NR^{P1}SO_2$, SO_2NR^{P1}, $NR^{P1}SO_2NR^{P2}$, O, S, or NR^{P1}; wherein each occurrence of R^{P1} and R^{P2} is independently hydrogen, aliphatic, heteroaliphatic, aromatic, heteroaromatic or acyl, or a substitutent present on K, when present, and taken together with R_6, forms an alicyclic, heterocyclic, aromatic or heteroaromatic moiety;

A, **B**, **D**, **E**, **G** and **J** are independently connected by either a single or double bond, as valency permits, or A-B-D-E-G-J together represents an aromatic or heteroaromatic moiety; wherein B and J are independently N or CR^{Q1}; and A, D, E and G are independently C=O, $CR^{Q1}R^{Q2}$, NR^{Q1}, O, N or S; wherein each occurrence of R^{Q1} and R^{Q2} is independently absent, hydrogen, halogen, an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety, or is WR^{W1} wherein W is O, S, NR^{W2}, -C(=O), -S(=O), $-SO_2$, -C(=O)O-, -OC(=O), $-C(=O)NR^{W2}$, $-NR^{W2}C(=O)$; wherein each occurrence of R^{W1} and R^{W2} is independently hydrogen, a protecting group, a prodrug moiety or an aliphatic, alicyclic, heteroaliphatic, heteroalicyclic, aromatic or heteroaromatic moiety, or, when W is NR^{W2}, R^{W1} and R^{W2}, taken together with the nitrogen atom to which they are attached, form a heteroalicyclic or heteroaryl moiety; or any two adjacent substituents on A, B, D, E, G and J, taken together, may represent an alicyclic, heteroalicyclic, aromatic or heteroaromatic moiety; and

q and **t** are independently 0-2; wherein the sum q+t is 1-3.

89. **(Original)** The method of claim 88, comprising a further step of administering to said patient an additional therapeutic agent selected from a chemotherapeutic or anti-proliferative agent, an anti-inflammatory agent, or an agent for treating psoriasis and/or dermatitis, wherein:

said additional therapeutic agent is appropriate for the disease being treated; and

said additional therapeutic agent is administered together with said composition as a single dosage form or separately from said composition as part of a multiple dosage form.

90. **(Original)** The method of claim 89, wherein the chemotherapeutic agent is paclitaxel.